



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

RECORDATION NO. 23284 FILED

DEC 22 '00 10-19 AM

SURFACE TRANSPORTATION BOARD

December 21, 2000



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 11, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Stan Blast Abrasives, Inc.
3027 Marina Bay Drive
League City, TX 77573

A description of the railroad equipment covered by the enclosed document is sixteen (16) 4750 cubic foot, 100 ton covered hopper cars, with car numbers FURX 822295-830536, non-inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Stan Blast Abrasives, Inc., Lessee, covering 16 4750 cubic foot covered hopper cars, with car numbers FURX 822295-830536, non-inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(STAN002)

RECORDATION NO. 23284 FILED

DEC 27 '00 10-19 AM

ASSGN. NO. STAN002

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of September, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Stan Blast Abrasives, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 30, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 30, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 11th day of Sept, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

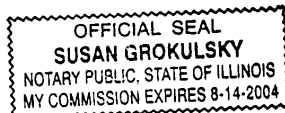
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of September, 2000.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

STAN BLAST ABRASIVES, INC.

By: Thomas Mitropoulos

Name: Thomas Mitropoulos

Title: VP Transportation

ATTEST:

By: Lisa Jackson

Name: Lisa Jackson

Title: Admin. Asst. Transportation Executed on this 6th day of September, 2000.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF LaSalle

I, Kimberly L. Gretnord, a Notary Public of the County and State aforesaid, certify that Thomas Mitropoulos personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of September, 2000.

Kimberly L. Gretnord
Notary Public

Commission Expires:

10-26-03
(Notary Public)

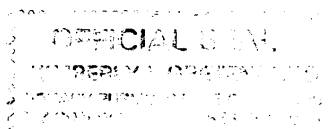


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixteen (16)

DESCRIPTION OF CARS: 4750 cu.ft. 100-ton covered hopper cars, loading to 263,000 lbs.

CAR NUMBERS:

FURX 822295	FURX 828568
FURX 822791	FURX 828574
FURX 823088	FURX 828801
FURX 828316	FURX 828827
FURX 828345	FURX 830211
FURX 828357	FURX 830308
FURX 828362	FURX 830511
FURX 828384	FURX 830536

Count: 16